

EXHIBIT 5

In re: SEARS HOLDING CORPORATION, et al.

MOHSIN MEGHJI

April 4, 2019



126 East 56th Street, Fifth Floor New York, New York 10022

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1 UNITED STATES DISTRICT COURT
2 SOUTHERN DISTRICT OF NEW YORK
3 -----x
4 In re: SEARS HOLDING CORPORATION, et al.,
5 Debtors.
6 -----x
7
8 767 Fifth Avenue
9 New York, New York
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11 April 4, 2019
12 9:32 a.m.
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15 Deposition of MOHSIN MEGHJI, before
16 Kristi Cruz, a Notary Public of the State of New
17 York.
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23 ELLEN GRAUER COURT REPORTING CO., LLC
24 126 East 56th Street, Fifth Floor
25 New York, New York 10022
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REF: 267307

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----- I N D E X -----		
1	WITNESS	EXAMINATION BY
2	MOHSIN MEGHJI	MR. ATKINSON
3		MR. FRIEDMANN
4		6, 114
5		111
6		
7	----- E X H I B I T S -----	
8	MEGHJI	DESCRIPTION FOR I.D.
9	Exhibit A	Declaration of Mohsin Y. Meghji
10		8
11	Exhibit B	Letter dated November 7, 2017
12		12
13	Exhibit C	Letter dated November 14, 2018
14		17
15	Exhibit D	Notice of Deposition
16		53
17		
18	(EXHIBITS TO BE PRODUCED)	
19		
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23		
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1 MOHSIN MEGHJI,
2 called as a witness, having been duly
3 sworn by a Notary Public, was examined
4 and testified as follows:
5 EXAMINATION BY
6 MR. ATKINSON:
7 Q. Good morning.
8 A. Good morning.
9 Q. I'd like to start, if I may, by just
10 reviewing the Notice of Deposition with you.
11 MR. FRIEDMANN: To be clear, this is
12 the 30(b)(6) deposition notice. I don't
13 know if there was a Notice of Deposition
14 of him as an individual, also.
15 MR. ATKINSON: That's correct, this
16 is the 30(b)(6).
17 Q. I just want to go through each item
18 briefly and just make sure that we're ready to
19 proceed.
20 So topic number 1 is to review the
21 documents, information, and data attached to
22 or referenced in your declaration, including
23 the documents and information and data which
24 detail how Sears or Sears Holdings Management
25 Corporation, or old Sears, however you want to

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1 M. MEGHJI
2 refer to it --
3 A. Sears.
4 Q. Sears. How they tracked its
5 eligibility for the EDA credit received from
6 the Village of Hoffman Estates, Illinois, and
7 how Sears calculated the number of such
8 workers at its Hoffman Estates campus,
9 including the number of Sears employees
10 working 35 hours or more per week at its
11 Hoffman Estates campus, the number of
12 employees of tenant employees at the Hoffman
13 Estates campus working 35 hours or more per
14 week, the number of contractors working
15 35 hours or more per week at the Hoffman
16 Estates campus, and the number of building or
17 OTB contractors working more than 35 hours per
18 week at the Hoffman Estates campus.
19 Are you prepared to discuss those
20 topics today?
21 MR. FRIEDMANN: Object to form. And
22 also, first, I believe you misstated the
23 topic. But just to streamline this, we'll
24 stipulate that he's prepared to testify on
25 all the topics in your notice to the

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1 M. MEGHJI
2 extent that those topics were limited in
3 our March 25, 2019, Debtor's Objection and
4 Responses to the Community Unit School
5 District 300's Notice of Deposition. So
6 we'll just stipulate that he's prepared to
7 the extent that those topics are limited
8 to here so we can get into what you
9 actually want to ask him about.
10 MR. ATKINSON: Okay.
11 (Exhibit A, Declaration of Mohsin Y.
12 Meghji, marked for identification, as of
13 this date.)
14 BY MR. ATKINSON:
15 Q. Next I'd like to provide to you what
16 I've marked as Exhibit A, which is a copy of
17 your declaration. For the record, the exhibit
18 includes a full copy of the declaration, but
19 excludes what is known as tab 2 for Exhibits 1
20 through 12, which have the itemized associate
21 names, and each of those was like 50 or 60
22 pages and I don't think we'll be going through
23 those in much detail. So this is all the
24 materials except that list of individual
25 associate names.

<p style="text-align: right;">Page 109</p> <p>1 M. MEGHJI</p> <p>2 mind.</p> <p>3 Q. That's --</p> <p>4 A. Can I finish?</p> <p>5 Q. I'm sorry, I'm sorry. Please.</p> <p>6 A. So based on what I've been told, I'm</p> <p>7 comfortable that we were okay when you take</p> <p>8 into account the Economic Development Area.</p> <p>9 Q. So up until now we've looked at EDGE</p> <p>10 reports month by month. We've looked at</p> <p>11 occupancy reports that rely on active badges</p> <p>12 which give access to the corporate campus. Up</p> <p>13 until now we've seen no data that indicates</p> <p>14 the counting of jobs outside of the</p> <p>15 headquarters. So what methods and processes</p> <p>16 did Sears use to count jobs outside of the</p> <p>17 corporate headquarters?</p> <p>18 MR. FRIEDMANN: In what year?</p> <p>19 MR. ATKINSON: 2017.</p> <p>20 A. There was no need to do that because</p> <p>21 we were compliant without that.</p> <p>22 Q. Same question, 2018.</p> <p>23 MR. FRIEDMANN: I'm going to object</p> <p>24 to that, especially on the grounds that</p> <p>25 the judge specifically yesterday advised</p>	<p style="text-align: right;">Page 111</p> <p>1 M. MEGHJI</p> <p>2 MR. ATKINSON: We're done with our</p> <p>3 questions.</p> <p>4 MR. FRIEDMANN: I have a few</p> <p>5 questions.</p> <p>6 EXAMINATION BY</p> <p>7 MR. FRIEDMANN:</p> <p>8 Q. If you could turn to Exhibit A,</p> <p>9 which is your declaration. If I can direct</p> <p>10 you to paragraph 6. Did you see there where</p> <p>11 it says, I'll read, "In connection with my</p> <p>12 role as CRO, I have been provided with certain</p> <p>13 company records relevant to this motion which</p> <p>14 were contemporaneously generated on or around</p> <p>15 a monthly basis and kept and maintained by</p> <p>16 certain of the debtor's employees in the</p> <p>17 ordinary course of business." Did I read that</p> <p>18 correctly?</p> <p>19 A. Yes.</p> <p>20 Q. You were asked earlier regarding</p> <p>21 whether or not the EDGE reports and other</p> <p>22 documents, when those were created, were</p> <p>23 they've created for the bankruptcy, whether</p> <p>24 they were created back then. Does this help</p> <p>25 refresh your recollection as to the origins of</p>
<p style="text-align: right;">Page 110</p> <p>1 M. MEGHJI</p> <p>2 you that discovery in 2018 was improper at</p> <p>3 this time.</p> <p>4 MR. FLOREY: Are you directing him</p> <p>5 not to answer?</p> <p>6 MR. FRIEDMANN: I'm going to give</p> <p>7 you a little bit of leeway here, but after</p> <p>8 that I'm going to direct him not to answer</p> <p>9 because I think you made your point to the</p> <p>10 Court as to why you thought it was</p> <p>11 relevant and the Court disagreed with you.</p> <p>12 If you know the answer, go right</p> <p>13 ahead.</p> <p>14 A. What is the question again?</p> <p>15 MR. FRIEDMANN: I don't remember.</p> <p>16 Q. Let me see if I can remember.</p> <p>17 So the question is: For 2018,</p> <p>18 calendar year 2018, what methods or processes</p> <p>19 did Sears use to calculate the number of jobs</p> <p>20 inside the Economic Development Area, but</p> <p>21 outside of the Sears corporate campus?</p> <p>22 A. I haven't discussed those in detail</p> <p>23 with anybody yet.</p> <p>24 MR. ATKINSON: Can I have a minute?</p> <p>25 (Recess was taken.)</p>	<p style="text-align: right;">Page 112</p> <p>1 M. MEGHJI</p> <p>2 the documents that are attached to your</p> <p>3 declaration?</p> <p>4 A. Yes. These were generated on a</p> <p>5 normal course basis monthly by the company,</p> <p>6 and we rely on those records. They were not</p> <p>7 specially generated after the fact for this</p> <p>8 process.</p> <p>9 Q. By way of example, Exhibit 1 to what</p> <p>10 was marked as Exhibit A, Exhibit 1 to your</p> <p>11 declaration, which is titled Sears Holding</p> <p>12 Corp. Associate Count-EDGE, and it says</p> <p>13 Criteria as of January 31, 2017. Based on</p> <p>14 your knowledge, do you know on or about when</p> <p>15 this document was created?</p> <p>16 A. On or around January 31, 2017.</p> <p>17 Q. You were asked earlier whether or</p> <p>18 not you knew what a reference to OTB stood</p> <p>19 for, the letters OTB. Have you since been</p> <p>20 able to learn what OTB stands for?</p> <p>21 A. Yes; off the books.</p> <p>22 Q. And can you explain to us what that</p> <p>23 means in context?</p> <p>24 A. Just in the context of they're off</p> <p>25 the company's payroll records.</p>